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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

TEMPORARY

FORM D

NOTICE OF SALE OF SECURITIES  
PURSUANT TO REGULATION D,  
SECTION 4(6), AND/OR  
UNIFORM LIMITED OFFERING EXEMPTION



08064640

Name of Offering ( <input type="checkbox"/> check if this is an amendment and name has changed, and indicate change.) SCI Ultimate Holding Corp. Common Stock Specialty Commodities, Inc. Senior Revolving Notes ("Senior Revolving Notes") Specialty Commodities, Inc. Senior Subordinated Notes ("Senior Subordinated Notes") SCI Intermediate Holding Corp. and Specialty Commodities, Inc. Junior Subordinated Notes ("Junior Subordinated Notes")																					
Filing Under (Check box(es) that apply): <input type="checkbox"/> Rule 504 <input type="checkbox"/> Rule 505 <input checked="" type="checkbox"/> Rule 506 <input type="checkbox"/> Section 4(6) <input type="checkbox"/> ULOE Type of Filing: <input checked="" type="checkbox"/> New Filing <input type="checkbox"/> Amendment																					
A. BASIC IDENTIFICATION DATA																					
1. Enter the information requested about the issuer																					
Name of Issuer ( <input type="checkbox"/> check if this is an amendment and name has changed, and indicate change.) SCI Ultimate Holding Corp. ("Parent"), SCI Intermediate Holding Corp. ("First-Tier Subsidiary"), and Specialty Commodities, Inc. ("Second-Tier Subsidiary")																					
Address of Executive Offices (Number and Street, City, State, Zip Code) 1530 47th Street NW, Fargo, ND 58102-2858	Telephone Number (Including Area Code) (701) 282-8222																				
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)																				
Brief Description of Business Parent is a holding company and owns 100% interest in First-Tier Subsidiary. First-Tier Subsidiary owns 100% interest in Second-Tier Subsidiary. Second-Tier Subsidiary is an importer, exporter and distributor of specialty food ingredients for pet/bird food and edible food industries.																					
Type of Business Organization <input checked="" type="checkbox"/> corporation (Parent, First-Tier Subsidiary and Second-Tier Subsidiary) <input type="checkbox"/> limited partnership, already formed <input type="checkbox"/> other (please specify): <input type="checkbox"/> business trust <input type="checkbox"/> limited partnership, to be formed																					
Actual or Estimated Date of Incorporation or Organization: <table border="0"><thead><tr><th></th><th>Month</th><th>Year</th><th></th><th></th></tr></thead><tbody><tr><td>Parent</td><td>[1] [0]</td><td>[0] [8]</td><td><input checked="" type="checkbox"/> Actual</td><td><input type="checkbox"/> Estimated</td></tr><tr><td>First-Tier Subsidiary</td><td>[1] [0]</td><td>[0] [8]</td><td><input checked="" type="checkbox"/> Actual</td><td><input type="checkbox"/> Estimated</td></tr><tr><td>Second-Tier Subsidiary</td><td>[0] [3]</td><td>[8] [7]</td><td><input checked="" type="checkbox"/> Actual</td><td><input type="checkbox"/> Estimated</td></tr></tbody></table>			Month	Year			Parent	[1] [0]	[0] [8]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated	First-Tier Subsidiary	[1] [0]	[0] [8]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated	Second-Tier Subsidiary	[0] [3]	[8] [7]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated
	Month	Year																			
Parent	[1] [0]	[0] [8]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated																	
First-Tier Subsidiary	[1] [0]	[0] [8]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated																	
Second-Tier Subsidiary	[0] [3]	[8] [7]	<input checked="" type="checkbox"/> Actual	<input type="checkbox"/> Estimated																	
Jurisdiction of Incorporation or Organization: (Enter two-letter U.S. Postal Service abbreviation for State: CN for Canada; FN for other foreign jurisdiction) <input type="checkbox"/> D <input type="checkbox"/> E (Parent and First-Tier Subsidiary) <input type="checkbox"/> N <input type="checkbox"/> D (Second-Tier Subsidiary)																					

GENERAL INSTRUCTIONS

**Note:** This is a special Temporary Form D (17 CFR 239.500T) that is available to be filed instead of Form D (17 CFR 239.500) only to issuers that file with the Commission a notice on Temporary Form D (17 CFR 239.500T) or an amendment to such a notice in paper format on or after September 15, 2008 but before March 16, 2009. During that period, an issuer also may file in paper format an initial notice using Form D (17 CFR 239.500) but, if it does, the issuer must file amendments using Form D (17 CFR 239.500) and otherwise comply with all the requirements of § 230.503T.

**Federal:**

**Who Must File:** All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

**When to File:** A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

**Where to File:** U.S. Securities and Exchange Commission, 100 F Street, N.E., Washington, D.C. 20549.

**Copies Required:** Two (2) copies of this notice must be filed with the SEC, one of which must be manually signed. The copy not manually signed must be a photocopy of the manually signed copy or bear typed or printed signatures.

**Information Required:** A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

**Filing Fee:** There is no federal filing fee.

**State:**

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

**ATTENTION**

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

**A. BASIC IDENTIFICATION DATA**

2. Enter the information requested for the following:

- Each promoter of the issuer, if the issuer has been organized within the past five years;
- Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer;
- Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and
- Each general and managing partner of partnership issuers.

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**SCI Ultimate Holding Corp. (Beneficial Owner of First-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1530 47th Street NW, Fargo, ND 58102-2858**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**SCI Intermediate Holding Corp. (Beneficial Owner of Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1530 47th Street NW, Fargo, ND 58102-2858**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Leitner, Larry E. (Beneficial Owner of Parent, Director and Chief Executive Officer of Parent, First-Tier Subsidiary and Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1530 47th Street NW, Fargo, ND 58102-2858**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Peterson, Randy S. (Executive Vice President of Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1530 47th Street NW, Fargo, ND 58102-2858**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Shasky, Todd R. (Secretary & Treasurer of Parent, First-Tier Subsidiary and Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1530 47th Street NW, Fargo, ND 58102-2858**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☒ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Stern, Alan E. (Beneficial Owner of Parent, Executive Vice President of Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**1530 47th Street NW, Fargo, ND 58102-2858**

Check Box(es) that Apply: ☐ Promoter ☒ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Marathon Fund Limited Partnership V (Beneficial Owner of Parent)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☒ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Acheson, Darren L. (Director and Chairman of Parent, First-Tier Subsidiary and Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Brass, Jason T. (Director of Parent, First-Tier Subsidiary and Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☒ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

**Kro, Lisa A. (Director of Parent, First-Tier Subsidiary and Second-Tier Subsidiary)**

Business or Residence Address (Number and Street, City, State, Zip Code)

**3700 Wells Fargo Center, 90 South Seventh Street, Minneapolis, MN 55402-4128**

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

Check Box(es) that Apply: ☐ Promoter ☐ Beneficial Owner ☐ Executive Officer ☐ Director ☐ General and/or Managing Partner

Full Name (Last name first, if individual)

Business or Residence Address (Number and Street, City, State, Zip Code)

**B. INFORMATION ABOUT OFFERING**

1. Has the issuer sold, or does the issuer intend to sell, to non-accredited investors in this offering? ..... Yes No  
[ ] [X]

Answer also in Appendix, Column 2, if filing under ULOE.

2. What is the minimum investment that will be accepted from any individual? ..... \$ N/A

3. Does the offering permit joint ownership of a single unit? ..... Yes No  
[ ] [X]

4. Enter the information requested for each person who has been or will be paid or given, directly or indirectly, any commission or similar remuneration for solicitation of purchasers in connection with sales of securities in the offering. If a person to be listed is an associated person or agent of a broker or dealer registered with the SEC and/or with a state or states, list the name of the broker or dealer. If more than five (5) persons to be listed are associated persons of such a broker or dealer, you may set forth the information for that broker or dealer only.

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

Full Name (Last name first, if individual)

N/A

Business or Residence Address (Number and Street, City, State, Zip Code)

Name of Associated Broker or Dealer

States in Which Person Listed Has Solicited or Intends to Solicit Purchasers

(Check "All States" or check individual States) ..... [ ] All States

[AL]	[AK]	[AZ]	[AR]	[CA]	[CO]	[CT]	[DE]	[DC]	[FL]	[GA]	[HI]	[ID]
[IL]	[IN]	[IA]	[KS]	[KY]	[LA]	[ME]	[MD]	[MA]	[MI]	[MN]	[MS]	[MO]
[MT]	[NE]	[NV]	[NH]	[NJ]	[NM]	[NY]	[NC]	[ND]	[OH]	[OK]	[OR]	[PA]
[RI]	[SC]	[SD]	[TN]	[TX]	[UT]	[VT]	[VA]	[WA]	[WV]	[WI]	[WY]	[PR]

(Use blank sheet, or copy and use additional copies of this sheet, as necessary.)

1. Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box ☐ and indicate in the columns below the amounts of the securities offered for exchange and already exchanged.

Answer also in Appendix, Column 3, if filing under ULOE.

- Answer also in Appendix, Column 4, if filing under ULOE.

- | Type of Offering   | Type of Security | Dollar Amount Sold |
|--------------------|------------------|--------------------|
| Rule 505 .....     | _____            | \$ _____           |
| Regulation A ..... | _____            | \$ _____           |
| Rule 504 .....     | _____            | \$ _____           |
| Total .....        |                  | \$ _____           |

- <sup>1</sup> Debt includes: 1) Senior Revolving Notes under a senior secured credit facility in an aggregate principal amount up to \$60,000,000 of which \$40,495,797 was drawn at the time of issuance, 2) Senior Subordinated Notes in the total aggregate amount of \$15,000,000, and 3) Junior Subordinated Notes in the total aggregate amount of \$6,000,000. Second-Tier Subsidiary is the obligor of Senior Revolving Notes and the Senior Subordinated Notes. Second-Tier Subsidiary and First-Tier Subsidiary are the co-obligors of Junior Subordinated Notes.

**C. OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS**

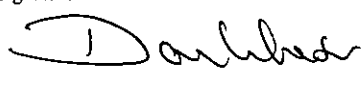
b. Enter the difference between the aggregate offering price given in response to Part C--Question 1 and total expenses furnished in response to Part C--Question 4.a. This difference is the "adjusted gross proceeds to the issuer". \$ 93,170,600

5. Indicate below the amount of the adjusted gross proceeds to the issuer used or proposed to be used for each of the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C--Question 4.b above.

		Payments to Officers, Directors & Affiliates		Payments to Others
Salaries and fees .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Purchase of real estate .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Purchase, rental or leasing and installation of machinery and equipment .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Construction or leasing of plant buildings and facilities .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) .....	<input type="checkbox"/>	\$ .....	<input checked="" type="checkbox"/>	\$ <u>93,145,600</u>
Repayment of indebtedness .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Working capital .....	<input type="checkbox"/>	\$ .....	<input type="checkbox"/>	\$ .....
Other (specify): <b>U.S. Bank Deposit</b> .....	<input type="checkbox"/>	\$ .....	<input checked="" type="checkbox"/>	\$ <u>25,000</u>
Column Totals .....	<input type="checkbox"/>	\$ .....	<input checked="" type="checkbox"/>	\$ <u>93,170,600</u>
Total Payments Listed (column totals added) .....	<input checked="" type="checkbox"/>	\$ <u>93,170,600</u>		

**D. FEDERAL SIGNATURE**

The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes an undertaking by the issuer to furnish to the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any non-accredited investor pursuant to paragraph (b)(2) of Rule 502.

Issuer (Print or Type) SCI Ultimate Holding Corp. SCI Intermediate Holding Corp. Specialty Commodities, Inc.	Signature 	Date November 6, 2008
Name of Signer (Print or Type) Darren L. Acheson	Title of Signer (Print or Type) Chairman	

**ATTENTION**

Intentional misstatements or omissions of fact constitute federal criminal violations. (See 18 U.S.C. 1001.)

**END**